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ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

RECORDATION NO. 14507 - E
FILED 1994
TMS

July 14, 1994

JUL 14 1994 - 2 40 PM

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Mr. Strickland:

Enclosed pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) executed copies of a Termination of Security Interest and Release dated as of July 13, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Security Agreement and other documents duly filed with the Commission under Recordation Number 14507.

The names and addresses of the parties to the enclosed document are:

Debtor: CFS Planning Corporation
PO Box 1550
Pacific Palisades, California 90272

Secured Party: CIS Railroad Corporation
One CIS Parkway
E. Syracuse, New York 13057

A description of the railroad equipment covered by the enclosed document is:

four (4) General Motors Corporation, Electro-Motive Division, Model GP-38 locomotives MKT 300 through MKT 303, inclusive, and nineteen (19) General Motors Corporation, Electro-Motive, Model GP-40 locomotives MKT 211 through MKT 221, inclusive and MKT 223 through MKT 230, inclusive.

Edward M. Linn

Counterparts

Mr. Sidney L. Strickland, Jr.
July 14, 1994
Page 2

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in dark ink.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 14, 1994

ROBERT W. ALVORD
ALVORD & ALVORD
918 16TH ST., NW SUITE 200
WASHINGTON DC 20006-2973

Dear MR. ALVORD:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/14/94 at 2:40PM, and assigned recordation number(s). 14507-E

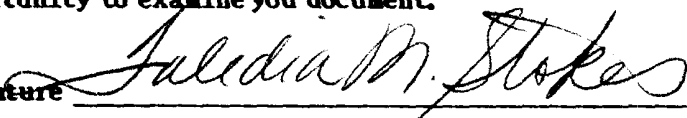
Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



**TERMINATION OF SECURITY INTEREST
AND RELEASE**

This Termination of Security Interest and Release, dated as of July 13, 1994 is made by CFS Planning Corporation and CIS Rail Corporation (the "Parties").

1.) Reference is made to the Agreement of Lease, Assignment of Lease between CIS Rail Corporation as Assignor and CFS Planning Corporation as Assignee; Assignment of Lease between CFS as Assignor and CIS Rail Corporation as Assignee; Collateral Assignment, and Security Agreement, all of which documents appear in the recordation files of the Interstate Commerce Commission under Recordation Numbers 14507, 14507-A, 14507-B, 14507-C, 14507-D, respectively (the "Documents").

2.) For value received, the adequacy of which is hereby acknowledged, CFS Planning Corporation hereby releases any and all liens, claims and other encumbrances pursuant to the aforesaid Documents on the four (4) General Motors Corporation, Electro-Motive Division, Model GP-38 locomotives MKT 300 through MKT 303, inclusive, and the nineteen (19) General Motors Corporation, Electro-Motive Division, Model GP-40 locomotives MKT 211 through MKT 221, inclusive, and MKT 223 through MKT 230, inclusive.

IN WITNESS WHEREOF, the Parties have caused this Termination of Security Interest and Release to be duly executed by its authorized officer as of the day and year first written above.

CFS Planning Corporation

By: [Signature]

Title: President

CIS Rail Corporation

By: _____

Title: _____

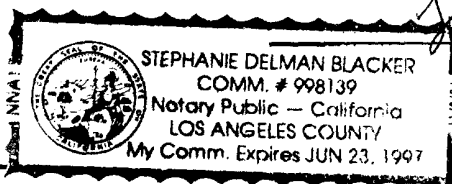
STATE OF CALIFORNIA

COUNTY OF Los Angeles

On this 13TH day of July 1994, before me personally appeared BURT ROSENMEYER, to me personally known, who, being by me duly sworn, says that he is PRESIDENT, of CFS Planning Corporation and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and said person acknowledged said instrument was the free act and deed of said corporation.

STATE OF CALIFORNIA

COUNTY OF _____



[Signature]
Notary

On this _____ day of July 1994, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____, of CIS Rail Corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and said person acknowledged said instrument was the free act and deed of said corporation.

Notary

RECORDATION NO. 14507-E FILED 1994

JUL 14 1994 - 2 40 PM

TERMINATION OF SECURITY INTEREST AND RELEASE

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IN WITNESS WHEREOF, the Parties have caused this Termination of Security Interest and Release to be duly executed by its authorized officer as of the day and year first written above.

CFS Planning Corporation

By: _____

Title: _____

CIS Rail Corporation

By: *[Signature]*

Title: *Vice President*

STATE OF CALIFORNIA

COUNTY OF _____

On this ____ day of July 1994, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____, of CFS Planning Corporation and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and said person acknowledged said instrument was the free act and deed of said corporation.

Connecticut
STATE OF ~~CALIFORNIA~~

COUNTY OF *Fairfield*

Notary

On this *12* day of July 1994, before me personally appeared *John R. Campbell*, to me personally known, who, being by me duly sworn, says that he is *Vice President*, of CIS Rail Corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and said person acknowledged said instrument was the free act and deed of said corporation.

[Signature]
Notary